# CYNEDVE LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2003

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COMPANIES HOUSE 24/10/03

#### **COMPANY INFORMATION**

**Directors** Mr E.J. Thomas

Mrs C. Thomas Mr M E Thomas

Secretary Mr E.J. Thomas

Company number 2477631

Registered office Sandy House

83 Dyserth Road

Rhyl LL18 4DT

Auditors Sage & Company

54 Kinmel Street

Rhyl

Denbighshire LL18 1AR

Business address Sandy House

83 Dyserth Road

Rhyl LL18 4DT

Bankers HSBC Pic

Market Street Abergele

### **CONTENTS**

	Page
Directors' report	1 - 2
Independent auditors' report	3
Profit and loss account	4
Balance sheet	5
Cash flow statement	6
Notes to the cash flow statement	7
Notes to the financial statements	8 - 17

#### DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2003

The directors present their report and financial statements for the year ended 30 June 2003.

#### Principal activities and review of the business

The principal activities of the company in the year under review were the operation of residential and nursing homes.

The results for the year and the financial position at the year end were considered satisfactory by the directors who expect continued growth in the foreseeable future.

#### Results and dividends

The results for the year are set out on page 4.

The directors do not propose the payment of a dividend.

#### Market value of land and buildings

In the opinion of the directors the market value of land and buildings exceeds the current net book value.

#### Future developments

There are no specific areas for future development other than continued growth.

#### **Directors**

The following directors have held office since 1 July 2002:

Mr E.J. Thomas

Mrs C. Thomas

Mr M E Thomas

#### **Directors' interests**

The directors' interests in the shares of the company were as stated below:

	Ordinary shares of £ 1 each	
	30 June 2003	1 July 2002
Mr E.J. Thomas	34,182	34,182
Mrs C. Thomas	33,000	33,000
Mr M E Thomas	38,964	38,964
Charitable donations	2003	2002
	£	£
During the year the company made the following payments:		
Charitable donations	1,646	1,558

#### **Taxation status**

The company was a close company within the provisions of the Income and Corporation Taxes Act 1988 and this position has not changed since the end of the financial year.

#### **Auditors**

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Sage & Company be reappointed as auditors of the company will be put to the Annual General Meeting.

# DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2003

#### Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the board

Mr EW. Thomas

Director

9 September 2003

# INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CYNEDVE LIMITED

We have audited the financial statements of Cynedve Limited on pages 4 to 17 for the year ended 30 June 2003. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

#### Respective responsibilities of the directors and auditors

As described in the statement of directors' responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

#### Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 June 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Sage & Company

Chartered Accountants
Registered Auditor

9 September 2003

54 Kinmel Street Rhyl Denbighshire LL18 1AR

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2003

	Notes	2003 £	2002 £
Turnover	2	3,612,881	3,372,963
Cost of sales		(292,957)	(323,307)
Gross profit		3,319,924	3,049,656
Administrative expenses		(2,688,165)	(2,531,189)
Operating profit	3	631,759	518,467
Other interest receivable and similar income Interest payable and similar charge		3,363 (347,022)	994 (393,694)
Profit on ordinary activities before	re	288,100	125,767
Tax on profit on ordinary activities	5	(79,473)	(57,221)
Profit on ordinary activities after taxation	16	208,627	68,546

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

# BALANCE SHEET AS AT 30 JUNE 2003

		2003		20	02
	Notes	£	£	£	£
Fixed assets					
Intangible assets	6		1,478,183		1,478,183
Tangible assets	7		3,891,987		3,959,269
Investments	8		64,814		64,814
w			5,434,984		5,502,266
Current assets					
Stocks	9	4,000		4,000	
Debtors	10	227,068		173,627	
Cash at bank and in hand		262,958		93,076	
		494,026		270,703	
Creditors: amounts falling due within					
one year	11	(778,207)		(424,955)	
Net current liabilities			(284,181)		(154,252)
Total assets less current liabilities			5,150,803		5,348,014
Creditors: amounts falling due after					
more than one year	12		(3,899,101)		(4,306,929)
Provisions for liabilities and charges	13		(37,654)		(35,665)
			1,214,048		1,005,420
			<del></del>		-
Capital and reserves					
Called up share capital	15		134,362		134,362
Share premium account	16		1,127,330		1,127,330
Profit and loss account	16		(47,644)		(256,272
Shareholders' funds - equity interests	17		1,214,048		1,005,420

The financial statements were approved by the Board on 9 September 2003

Mr E.J. Thomas

Director

### CASH FLOW STATEMENT FOR THE YEAR ENDED 30 JUNE 2003

	2003		2002	
	£	£	£	£
Net cash inflow from operating activities		669,876		584,026
Returns on investments and servicing of finance				
Interest received	3,363		994	
Interest paid	(347,022)		(393,694)	
Net cash outflow for returns on investments				
and servicing of finance		(343,659)		(392,700)
Taxation		(41,815)		(27,897)
Capital expenditure				
Payments to acquire tangible assets	(28,001)		(15,001)	
Receipts from sales of tangible assets			95,106	
Net cash (outflow)/inflow for capital				
expenditure		(28,001)	•	80,105
Net control influence to flow and a control of the state				
Net cash inflow before management of liquid resources and financing		256,401		243,534
Financing				
Other new long term loans	6,000		-	
Repayment of other long term loans	(158,761)		(198,259)	
Capital element of hire purchase contracts	(3,737)		(19,040)	
Net cash outflow from financing		(156,498)		(217,299
Increase in cash in the year		99,903		26,235

# NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 JUNE 2003

1	Reconciliation of operating profit to net of activities	cash inflow from op	erating	2003	2002
				£	£
	Operating profit			631,759	518,467
	Depreciation of tangible assets			94,183	94,483
	Loss on disposal of tangible assets			1,100	12,929
	Decrease in stocks			-	800
ų.	Increase in debtors			(53,441)	(20,756)
	Decrease in creditors within one year			(3,725)	(21,897)
	Net cash inflow from operating activities	3		669,876	584,026
2	Amelyoin of makedalah	4. Index 2002	Cook flow	Othernen	20 1 2002
2	Analysis of net debt	1 July 2002	Cash flow	Other non- cash changes	30 June 2003
		£	£	£	£
	Net cash: Cash at bank and in hand	02.076	460.002		262.059
	Bank overdrafts	93,076 (107,201)	169,882	-	262,958
	Datik Overdraits	(107,201)	(69,978)		(177,179)
		(14,125)	99,904		85,779
	Debt:				
	Finance leases	(14,144)	3,737	-	(10,407)
	Debts falling due within one year	(115,971)	(251,330)	-	(367,301)
	Debts falling due after one year	(4,296,502)	404,091		(3,892,411)
		(4,426,617)	156,498	-	(4,270,119)
	Net debt	(4,440,742)	256,402	-	(4,184,340)
			<del></del>	· · · · · · · · · · · · · · · · · · ·	r
3	Reconciliation of net cash flow to move	ement in net debt		2003 £	2002 £
	Increase in cash in the year			99,904	26,235
	Cash outflow from decrease in debt and le	ease financing		156,498	217,300
	Movement in net debt in the year			256,402	243,535
	Opening net debt			(4,440,742)	(4,684,277
	Closing net debt			(4 184 340)	) (4,440,742

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2003

#### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

#### 1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable accounting standards.

#### 1.3 Turnover

Turnover represents the total invoice value, excluding value added tax, of goods sold and services rendered during the year.

#### 1.4 Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life.

#### 1.5 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Freehold land and buildings

2% on cost of buildings

Office furniture and fittings

10% reducing value

Motor vehicles

25% reducing balance

No depreciation is provided in respect of freehold land.

#### 1.6 Leasing

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

#### 1.7 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

#### 1.8 Stock

Stock is valued at the lower of cost and net realisable value.

#### 1.9 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with FRS 17.

#### 1.10 Deferred taxation

Deferred taxation is provided using the liability method on all timing differences to the extent that they are expected to reverse in the future without being replaced, calculated at the rate at which it is anticipated the timing differences will reverse.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2003

#### 1 Accounting policies

(continued)

#### 1.11 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a small-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

#### 2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3	Operating profit	2003	2002
		£	£
	Operating profit is stated after charging:		
	Depreciation of tangible assets	94,183	94,483
	Loss on disposal of tangible assets	1,100	12,929
	Operating lease rentals	·	
	- Plant and machinery	12,935	28,693
	- Other assets	4,263	2,826
	Auditors' remuneration	7,725	7,725
			<del></del>
4	Interest payable	2003	2002
		£	£
	On bank loans and overdrafts	347,022	393,694

5	Taxation	2003 £	2002 £
	Domestic current year tax		
	U.K. corporation tax	77,484	41,779
	Current tax charge	77,484	41,779
	Deferred tax		
ď	Deferred taxation	1,989	15,442
		79,473	57,221
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	288,100	125,767
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 21.37 % (2002 : 19.75 %)	61,567	24,839
	Effects of:	<del></del>	
	Non deductible expenses	2,368	3,970
	Depreciation add back	20,127	18,660
	Capital allowances	(6,586)	(5,690)
	Other tax adjustments	8	<u> </u>
		15,917	16,940
	Current tax charge	77,484	41,779
6	Intangible fixed assets		
			Goodwill *£
	Cost		
	At 1 July 2002 & at 30 June 2003		1,478,183
	Net book value		
	At 30 June 2003		1,478,183
	At 30 June 2002		1,478,183
			·

7	Tangible fixed assets				
		Freehold land and	Office furniture	Motor vehicles	Total
		-	and fittings	_	
	0 /	£	£	£	£
	Cost	2 002 405	405 670	20.605	4 250 062
	At 1 July 2002 Additions	3,893,495	435,672	29,695 7,300	4,358,862 28,001
		-	20,701	(1,100)	(1,100)
فه	Disposals	·		(1,100)	(1,100)
	At 30 June 2003	3,893,495	456,373	35,895	4,385,763
	Depreciation				<del></del>
	At 1 July 2002	195,247	188,771	15,575	399,593
	Charge for the year	62,343	26,760	5,080	94,183
	•				
	At 30 June 2003	257,590	215,531	20,655	493,776
	Net book value				
	At 30 June 2003	3,635,905	240,842	15,240	3,891,987
	At 30 June 2002	3,698,248	246,901	14,120	3,959,269
	Included above are assets held unde	er finance leases or hire pure	chase contracts	s as follows:	
		·			Motor
		•			vehicles
					£
	Net book values				
	At 30 June 2003		·		14,986
	At 30 June 2002				13,670
					=======================================
	Depreciation charge for the year				
	30 June 2003				4,996
	30 June 2002				4,557

8	Fixed asset investments		
			Shares in subsidiary dertakings
	Cost		
	At 1 July 2002 & at 30 June 2003		209,749
£	Provisions for diminution in value		
	At 1 July 2002 & at 30 June 2003		144,935
	Net book value		
	At 30 June 2003		64,814
	At 30 June 2002		64,814
9	Stocks	2003 £	2002 £
	Finished goods and goods for resale	4,000	4,000
10	Debtors	2003 £	2002 £
	Trade debtors	199,135	171,992
	Other debtors	13,701	1,635
	Prepayments and accrued income	14,232	*
		227,068	173,627

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2003

11	Creditors: amounts falling due within one year	2003	2002
		£	£
	Bank loans and overdrafts	544,480	223,172
	Net obligations under finance leases	3,717	3,717
	Trade creditors	10,250	20,335
	Amounts owed to parent and fellow subsidiary undertakings	64,814	64,814
	Corporation tax	77,448	41,779
ś	Other taxes and social security costs	28,953	27,523
	Directors' current accounts	-	7,040
	Other creditors	30,450	36,575
	Accruals and deferred income	18,095	-
		778,207	424,955
	Debt due in one year or less	367,301	115,971
	•		

The bank overdrafts are secured by a floating charge on all the assets of the company.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2003

£
_
4,296,502
10,427
4,306,929
4,412,473
4,412,473
) (115,971)
4,296,502
494 049
350,537
3,464,023
)

The loans are secured by a fixed and floating charge over the assets of the company.

The Loans are also covered with personal guarantees with one of the directors and a shareholder.

#### Net obligations under finance leases

Repayable within one year Repayable between one and five years	3,717 6,691	3,717 10,427
Included in liabilities falling due within one year	10,408 (3,717)	14,144 (3,717)
	6,691	10,427

13	Provisions for liabilities and charges	De	ferred tax liability
			£
	Balance at 1 July 2002 Profit and loss account		35,665 1,989
æ	Balance at 30 June 2003		37,654
	The deferred tax liability is made up as follows:		
		2003 £	2002 £
	Accelerated capital allowances	37,654	35,665
14	Pension costs		
	Defined contribution		
		2003 £	2002 £
	Contributions payable by the company for the year	4,791	4,307
15	Share capital	2003	2002
	Authorised	£	£
	144,362 Ordinary shares of £ 1 each	144,362	144,362
	Allotted, called up and fully paid		
	134,362 Ordinary shares of £ 1 each	134,362	134,362

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2003

16	Statement of movements on reserves		
		Share premium account	Profit and loss account
		£	£
	Balance at 1 July 2002	1,127,330	(256,271)
	Retained profit for the year	-	208,627
4	Balance at 30 June 2003	1,127,330	(47,644)
			<u> </u>
17	Reconciliation of movements in shareholders' funds	2003	2002
		£	£
	Profit for the financial year	208,627	68,546
	Opening shareholders' funds	1,005,420	936,874
	Closing shareholders' funds	1,214,048	1,005,420

#### 18 Capital commitments

As at the year end the company had not authorised or made any commitments for capital expenditure.

19	Directors' emoluments	2003 £	2002 £
	Emoluments for qualifying services  Company pension contributions to money purchase schemes	119,811 4,791	96,806 4,307
		124,602	101,113

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 2 (2002 - 2).

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2003

#### 20 Employees

#### Number of employees

The average monthly number of employees (including directors) during the year was:

	2003 Number	2002 Number
	225	233
Employment costs	£	£
Wages and salaries	1,986,623	1,880,111
Social security costs	126,390	113,281
Other pension costs	4,791	4,307
	2,117,804	1,997,699

#### 21 Control

The company is controlled by the directors who hold 79% of the issued share capital.

The company has one wholly owned subsidiary, Plas Gwynfa Limited, a non trading company registered in England and Wales.